

REC'D S.E.C.  
JUN - 6 2002

FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ORIGINAL

1066

OMB APPROVAL

OMB Number: 3235-0076  
Expires: May 31, 2002  
Estimated average burden  
hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



02039363

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

KBA Holding

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

KBA Holding, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

220 Old West Penn Avenue, P.O. Box 53, Robesonia, PA 19551

Telephone Number (Including Area Code)

610-693-5822

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

Holding Company

Type of Business Organization

☒ corporation

☐ business trust

☐ limited partnership, already formed

☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month  
05

Year  
93

☒ Actual

☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☐ D ☐ E

PROCESSED

JUN 24 2002

THOMSON  
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (7-00) 1 of 8

URGENT

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☒ Director    ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

Thomas J. Formolo

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Code Hennessy & Simmons LLC, 10 South Wacker Drive, Suite 3175, Chicago, IL 60606

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

Marcus J. George

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Code Hennessy & Simmons LLC, 10 South Wacker Drive, Suite 3175, Chicago, IL 60606

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☐ Executive Officer    ☒ Director    ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

Andrew W. Code

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Code Hennessy & Simmons LLC, 10 South Wacker Drive, Suite 3175, Chicago, IL 60606

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☐ Executive Officer    ☒ Director    ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

Robert J. Longenecker

Business or Residence Address (Number and Street, City, State, Zip Code)

2 Bordeaux Drive, Mohnton, PA 19540

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☒ Director    ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Richard J. Malliris

Business or Residence Address (Number and Street, City, State, Zip Code)

220 Old West Penn Avenue, P.O. Box 53, Robeson, PA 19551

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Timothy R. Weaver

Business or Residence Address (Number and Street, City, State, Zip Code)

220 Old West Penn Avenue, P.O. Box 53, Robeson, PA 19551

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Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

Code Hennessy & Simmons III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Code Hennessy & Simmons LLC, 10 South Wacker Drive, Suite 3175, Chicago, IL 60606

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Code Hennessy & Simmons Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Code Hennessy & Simmons LLC, 10 South Wacker, Suite 3175, Chicago, IL 60606

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? \_\_\_\_\_ Yes ☒ No ☐

Answer also in Appendix, Column 2, if filing under *ULOE*.

2. What is the minimum investment that will be accepted from any individual? \_\_\_\_\_ \$ N/A

3. Does the offering permit joint ownership of a single unit? \_\_\_\_\_ Yes ☒ No ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) \_\_\_\_\_ ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) \_\_\_\_\_ ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) \_\_\_\_\_ ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none or zero." If the transaction is an "exchange offering," check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt _____	\$ _____	\$ _____
Equity _____	\$ 4,006,435.61	\$ 4,006,435.61
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) _____	\$ _____	\$ _____
Partnership Interests _____	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total _____	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none or zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors _____	19	\$ 4,006,429.53
Non-accredited Investors _____	3	\$ 6.08
Total (for filings under Rule 504 only) _____		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 _____		\$ _____
Regulation A _____		\$ _____
Rule 504 _____		\$ _____
Total _____		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees _____	<input type="checkbox"/>	\$ N/A
Printing and Engraving Costs _____	<input type="checkbox"/>	\$ N/A
Legal Fees _____	<input checked="" type="checkbox"/>	\$ 65,000
Accounting Fees _____	<input type="checkbox"/>	\$ N/A
Engineering Fees _____	<input type="checkbox"/>	\$ N/A
Sales Commissions (specify finders' fees separately) _____	<input type="checkbox"/>	\$ N/A
Other Expenses (identify) _____	<input type="checkbox"/>	\$ N/A
Total _____	<input checked="" type="checkbox"/>	\$ 65,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 3,941,435.61

5. Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Capital contribution to KB Alloys, Inc.</u>	<input checked="" type="checkbox"/> \$ 3,941,435.61	<input type="checkbox"/> \$
	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 3,941,435.61	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
KBA Holding, Inc.	<i>Timothy R. Weaver</i>	6/3/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Timothy R. Weaver	Vice President--Finance	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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**E. STATE SIGNATURE**

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1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? \_\_\_\_\_ Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
KBA Holding, Inc.	<i>Timothy R. Weaver</i>	6/3/02
Name (Print or Type)	Title (Print or Type)	
Timothy R. Weaver	Vice President--Finance	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	X		common: \$336.12	7	\$336.12	0	\$0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL	X		common: \$5,915.83*	8	**	2	\$3.11		X
IN									
IA									
KS	X		common: \$2.97	0	\$0	1	\$2.97		X
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

\*preferred: \$4,000,000.00  
 \*\*\$4,005,912.72

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if Yes, attach explanation of waiver granted) (Part E-Item I)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X	common:\$180.69	4	\$180.69	0	\$0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

# FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS.

That the undersigned KBA Holding, Inc. (a corporation) ~~XXXXXXXXXX~~  
~~XXXXXXXXXX~~ organized under the laws of Delaware or (an individual), [strike out inapplicable  
nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or  
sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such  
offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or  
proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the  
States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be  
commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of  
process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of  
that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

KBA Holding, Inc.

(Name)

220 Old West Penn Avenue, P.O. Box 53, Robesonia, PA 19551

(Address)

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or  
that State as its attorney in that State for receipt of service of process:

<u>ALABAMA</u>	Secretary of State	<u>FLORIDA</u>	Department of Banking and Finance
<u>ALASKA</u>	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<u>GEORGIA</u>	Commissioner of Securities
<u>ARIZONA</u>	The Corporation Commission	<u>GUAM</u>	Administrator, Department of Finance
<u>ARKANSAS</u>	The Securities Commissioner	<u>HAWAII</u>	Commissioner of Securities
<u>X CALIFORNIA</u>	Commissioner of Corporations	<u>IDAHO</u>	Director, Department of Finance
<u>COLORADO</u>	Securities Commissioner	<u>X ILLINOIS</u>	Secretary of State
<u>CONNECTICUT</u>	Banking Commissioner	<u>INDIANA</u>	Secretary of State
<u>DELAWARE</u>	Securities Commissioner	<u>IOWA</u>	Commissioner of Insurance
<u>DISTRICT OF COLUMBIA</u>	Public Service Commission	<u>X KANSAS</u>	Secretary of State

(Rev. 1991)

<input checked="" type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input checked="" type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department Licensing
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input checked="" type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NORTH CAROLINA	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		

Dated this 3RD day of June, 2002

(SEAL)

Timothy R. Weaver

By Timothy R. Weaver

Vice-President - Finance  
Title

## CORPORATE ACKNOWLEDGEMENT

State or Province of Pennsylvania }  
 County of Berks } ss.

On this 3rd day of June, 2002, before me Frances K. Nitardi the

undersigned officer, personally appeared Timothy R. Weaver  
 known personally to me to be the Vice President-Finance of the above named corporation and acknowledged  
 (Title)

that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by  
 signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Frances K. Nitardi  
 Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires \_\_\_\_\_

**NOTARIAL SEAL**

FRANCES K. NITARDI, Notary Public  
 Robesonia, Berks County, PA  
 My Commission Expires 6-17-2003

## INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGEMENT

State or Province of \_\_\_\_\_ }  
 County of \_\_\_\_\_ } ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me \_\_\_\_\_ the  
 undersigned officer, personally appeared \_\_\_\_\_ to me personally known and known to me to be the  
 same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the  
 used and purposed therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
 Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires \_\_\_\_\_